Industry Canada | Industrie Canada

Certificate of Continuance

Certificat de prorogation

Canada Business Corporations Act

Loi canadienne sur les sociétés par actions

Phoscan Chemical Corp.

Name of corporation-Dénomination de la société

664388-4

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the Canada Business Corporations Act, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la Loi canadienne sur les sociétés par actions, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

Richard G. Shaw
Director - Directeur

October 19, 2006 / le 19 octobre 2006

Date of Continuance - Date de la prorogation

Canada

Industry Canada Industrie Canada

Canada Business Corporations Act
Loi canadienne sur les sociétés par actions

ELECTRONIC TRANSACTION REPORT
RAPPORT DE LA TRANSACTION ÉLECTRONIQUE

ARTICLES OF CONTINUANCE (SECTION 187)
CLAUSES DE PROROGATION (ARTICLE 187)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

Request Number: / Numéro de Demande: 2303025
Business No.: / N° d'entreprise:
Taxation year-end (MM-DD): / Fin de l'année d'imposition (MM-JJ): 01-31

1. Name of the Corporation
Dénomination sociale de la société
Phoscan Chemical Corp.

2. The province or territory in Canada where the registered office is to be situated
La province ou le territoire Canada où se situera le siège social
ON

3. The classes and any maximum number of shares that the corporation is authorized to issue
Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
The annexed Schedule A is incorporated in this form.
L'annexe A ci-jointe fait partie intégrante de la présente formule.

4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu
The annexed Schedule B is incorporated in this form.
L'annexe B ci-jointe fait partie intégrante de la présente formule.

5. Number (or minimum and maximum number) of directors
Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum: 3 Maximum: 9

6. Restrictions, if any, on business the corporation may carry on
Limites imposées à l'activité commerciale de la société, s'il y a lieu
The annexed Schedule C is incorporated in this form.
L'annexe C ci-jointe fait partie intégrante de la présente formule.

7. (1) If the corporation is changing its name on this continuance, what was the corporation's previous name?
Si la société change sa dénomination sociale avec cette prorogation, quelle était sa dénomination social antérieure?
Not applicable

(2) Details of incorporation - Détails de la constitution
The annexed Schedule D is incorporated in this form.
L'annexe D ci-jointe fait partie intégrante de la présente formule

8. Other provisions, if any - Autres dispositions, s'il y a lieu
The annexed Schedule E is incorporated in this form.
L'annexe E ci-jointe fait partie intégrante de la présente formule.

Date	Name - Nom	Signature	Capacity of - en qualité de
2006-10-19	STEPHEN D. CASE		AUTHORIZED OFFICER

Canada

SCHEDULE / ANNEXE A

1. The Corporation is authorized to issue an unlimited number of non-voting shares, designated as special shares ("Special Shares") and an unlimited number of shares, designated as common shares ("Common Shares").

2. The rights, privileges, restrictions and conditions attaching to the Special Shares and Common Shares are as follows:

SPECIAL SHARES

(A) Directors' Right to Issue in One or More Series
The Directors of the Corporation may at any time and from time to time issue the Special Shares in one or more series, having dividends at such rate or rates, in such amount or amounts or determined in such manner, with such dates of payment, being payable in such one or more currencies at such rate or rates of exchange, being redeemable at such time or times with or without payment of a premium, having such sinking or other retirement fund or funds or without any sinking or other retirement fund, being subject to such purchase provisions by the Corporation, being redeemable at such price or prices and on such terms and conditions, having such designations, without voting rights, and having such other rights, restrictions, conditions, limitations attaching thereto, convertible into Common Shares, on such terms and conditions as shall be determined by resolution of the Directors passed at or prior to the issue thereof, provided, however, that when any fixed cumulative dividends or amounts payable on a return of capital are not paid in full, the shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums which would be payable on the said shares if all such dividends were declared and paid in full, and on any return of capital in accordance with the sums which would be payable on such return of capital and all sums so payable were paid in full, the whole subject to the following provisions an the issue of a certificate of amendment setting forth such designation, rights, restrictions, conditions and limitations attaching to the shares of each series;

(B) Dividend and Distribution
The Special Shares shall rank on a parity with the Common Shares with respect to priority in payment of dividends and the distribution of assets in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its Shareholders for the purpose of winding-up its affairs. The board of directors may in their discretion declare a dividend on the Special Shares without declaring a dividend on the Common Shares and vice versa;

(C) Parity of Each Series as to Dividends and Distribution
The Special Shares of each series shall rank on a parity with the Special Shares of every other series with respect to priority in payment of dividends and in the distribution of assets in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its Shareholders for the purpose of winding-up its affairs;

(D) Voting
The holders of the Special Shares shall not be entitled as such (except as required under the provisions of the Canada Business Corporations Act, and as hereinafter specifically provided) to receive notice of, or to attend any meetings of shareholders of the Corporation, and shall not be entitled to vote at any such meeting. The holders of the Special Shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

COMMON SHARES

(A) Voting
The holders of Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each common share held at all such meetings.

(B) Dividend and Distribution
The Common Shares shall rank on a parity with the Special Shares with respect to priority in payment of dividends and the distribution of assets in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its Shareholders for the purpose of winding-up its affairs. The board of directors may in their discretion declare a dividend on the Common Shares without declaring a dividend on the Special Shares and vice versa.

SCHEDULE / ANNEXE B

None

SCHEDULE / ANNEXE C

None

SCHEDULE / ANNEXE D

Formed upon the amalgamation of Everdeen Resources Ltd. and Hendricks Minerals Canada Limited under the Business Corporations Act (Ontario) on March 22, 1994 under the name Hendricks Minerals Canada Limited. Hendricks Minerals Canada Limited changed its name to MCK Mining Corp. on May 6, 1997. MCK Mining Corp. changed its name to Phoscan Chemical Corp. on July 25, 2006.

SCHEDULE / ANNEXE E

(1) Subject to the provisions of the Canada Business Corporations Act, as amended or re-enacted from time to time, the directors may, without authorization of the shareholders;

(a) borrow money on the credit of the Corporation;
(b) issue, re-issue, sell or pledge debt obligations of the Corporation;
(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
(d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation; and
(e) by resolution, delegate any or all such powers to a director, a committee of directors or an officer of the Corporation.

(2) The Corporation shall have a minimum of three (3) and a maximum of nine (9) directors, the precise number to be determined from time to time by resolution of the Board of Directors of the Corporation and, until the precise number is so determined, such number shall be deemed to be four (4); and

(3) The directors of the Corporation are authorized to appoint one or more directors from time to time, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders following their appointment, provided that the total number of directors so appointed between annual meetings may not exceed one-third of the number of directors elected at the previous annual meeting.

For Ministry Use Only
A l'usage exclusif du ministère

Ministry of Consumer and Business Services
Ontario
Ministère des Services aux consommateurs et aux entreprises

AUTHORIZATION
Authorization pursuant to item 6 of this application is given on

AUTORISATION
L'autorisation demandée à la rubrique 6 de la présente demande est accordée le

OCTOBER 1 8 OCTOBRE, 2006

and is valid for 6 months.
et est valable pour 6 mois.

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

Ontario Corporation Number
Numéro de la compagnie en Ontario

1074278

APPLICATION FOR AUTHORIZATION TO CONTINUE IN ANOTHER JURISDICTION
DEMANDE D'AUTORISATION DE MAINTIEN SOUS LE RÉGIME D'UNE AUTRE AUTORITÉ LÉGISLATIVE

1. The name of the corporation is: — *Dénomination sociale de la compagnie:*

PHOSCAN CHEMICAL CORP.

2. Date of incorporation/amalgamation: — *Dat de la constitution ou de la fusion*

22/MARCH/1994

(Day/Month/Year) *(jour, mois, année)*

3. The corporation is ~~not~~ offering securities to the public within the meaning of subsection 1(6) of the *Business Corporation Act.* — *La société offer/n'offre pas des valurs au public au sens du paragraphe 1 (6) de* la Loi sur les sociétés par actions.

4. The corporation is not in default in filing notices under the *Corporations Information Act.* — *La société a déposé tous les avis requis par la* Loi sur les rensiegnements exigés des personnes morales.

5. There are no actions, suits or proceedings pending against the corporation and no unsatisfied judgements or orders outstanding against the corporation, except as follows: — *Aucune action ni aucune instance n'est en cours contre la société et les jugements ou les ordonnances à l'encontre de la société ont été exécutés à l'exception de ce qui suit:*

N/A

6. It is requested that the corporation be authorized under section 181 of the Business Corporations Act to apply to the proper officer for an instrument of continuance continuing the corporation as if it had been incorporated under the laws of — *La société demande l'autorisation aux termes de l'article 181 de la* Loi sur les sociétés par actions *de s'adresser au fonctionnaire compétent pour obtenir un certificat de maintien la maintenant de la méme facon que si elle avait été constituée en vertu des lois de/du*

Canada under the *Canada Business Corporations Act*

7. The necessity therefore is as follows: *La présente demande se fonde sur les motifs suivants:*

The Company carries on business internationally, because of its international scope, the Company may wish to attract a majority of non-resident directors.

8. The laws of the jurisdiction to which the corporation will apply for an instrument of continuance provide in effect that:

   (a) The property of the corporation continues to be the property of the body corporate;

   (b) The body corporate continues to be liable for the obligations of the corporation;

   (c) An existing cause of action, claim or liability to prosecution in unaffected;

   (d) A civil, criminal or administrative action or proceeding pending by or against the corporation may be continued to be prosecuted by or against the body corporate; and

   (e) A conviction against the corporation may be enforced against the body corporate or a ruling, order or judgement in favour of or against the corporation may be enforced by or against the body corporate.

Les Lois de l'autorité législative à laquelle la société demandera de maintien prévoient ce qui suit:

a) les biens de la société deviennent les biens de la personne morale;

b) la personne morale continue d'être tenue des obligations de la société;

c) le maintien n'a pas de conséquence sur les causes d'action, les créances et les poursuites don't la société est passible;

d) les instances civiles, pénales ou administratives aux quelles la société est partie peuvent être continuées par la personne morale ou contre elle:

e) les condamnations prononcées à l'encontre de la société sont susceptibles d'exécution à l'encontre de la personne morale et les ordonnances ou les jugements prononcés en faveur de la société ou contre elle sont suscetibles d'exécution par la personne morale ou contre elle.

9. This application has been authorized by a special resolution.

La présente demande a été autorisée par résolution spéciale.

10. The application is accompanied by the consent of:

   (a) The Corporations Tax Branch of the ministry of Revenue and

   (b) The Ontario Securities Commission.

La présente demande est accompagnée du consentment:

a) d'une part, de la Direction de l'imposition des corporations du Ministére du Revenu;

b) *d'autre part, de la Commission des valures mobiléres de l'Ontario.*

These articles are signed in duplicate.

Les présents status sont signés en double exemplaire.

PHOSCAN CHEMICAL CORP.
(Name of Corporation)
(Dénomination sociale de la compagnie)

By/*Par:* [signature] President
(Signature) *(Signature)* (Description of Office) *(Fonction)*